

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HARBORVIEW MASTER FUND, LP,
Plaintiff,

CIVIL ACTION NO. 07 Civ. 9228 (NRB)

-against-

LIGHTPATH TECHNOLOGIES, INC.,
KENNETH BRIZEL and ROBERT RIPP,
Defendants.

DECLARATION OF ONA T. WANG

I, Ona T. Wang, declare that:

1. I am an attorney admitted to practice before the courts of the State of New York and the bar of this Court. I am a partner with the law firm of Baker & Hostetler LLP, attorneys for Defendants LightPath Technologies, Inc. ("LightPath"), Kenneth Brizel and Robert Ripp in this action.

2. Attached as Exhibit 1 is a copy of the Securities Purchase Agreement, dated July 26, 2007, referenced in ¶¶ 8, 14, 15, 35, 45, 46, 49 and 74 of the Amended Complaint. The signature pages of other investors have been omitted.

3. Attached as Exhibit 2 is a copy of LightPath's Form 8-K, dated September 20, 2007, reporting Kenneth Brizel's departure as President and Chief Executive Officer, James Gaynor's appointment as interim Chief Executive Officer, and attaching LightPath's September 19, 2007 press release. LightPath's September 19, 2007 press release is referenced in ¶¶ 16-18, 21-24, 26, 27 and 30 of the Amended Complaint.


4. Attached as Exhibit 3 is a copy of LightPath's Form 8-K, dated October 1, 2007, announcing its audited financial results for the fourth quarter and fiscal year 2007, and attaching

LightPath's October 1, 2007 press release. LightPath's October 1, 2007 press release is referenced in ¶ 20 of the Amended Complaint.

5. Attached as Exhibit 4 is a copy of LightPath's January 16, 2008 press release announcing James Gaynor's appointment as LightPath's new President and CEO.

6. I certify under penalty of perjury that the foregoing is true and correct.

Executed on March 28, 2008.



Ona T. Wang (OW-5462)
